

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	x
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Chapter 11
	:	Case No. 18-23538 (RDD)
Debtors.	:	(Jointly Administered)
	:	x

**NOTICE OF WITHDRAWAL
AS ORDINARY COURSE PROFESSIONAL**

PLEASE TAKE NOTICE that on November 16, 2018, this Court entered its *Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (the “OCP Order”) (d.i. 794);

PLEASE TAKE FURTHER NOTICE that, during the pre-petition period Eversheds Sutherland (US), LLP (“Eversheds Sutherland”) performed various legal services for Sears Holding Corporation and certain of its subsidiaries and during the post-petition period, Eversheds Sutherland rendered legal advice as an Ordinary Course Professional to the above-captioned debtors (the “Debtors”) concerning the regulation of (i) the marketing, sale, and administration of extended service contracts providing coverage for preventative maintenance and repair/replacement on consumer products and (ii) the issuers of those contracts;

PLEASE TAKE FURTHER NOTICE that in accordance with the OCP Order, that certain *Affidavit and Disclosure Statement of Dennis L. Allen, on Behalf of Eversheds Sutherland (US) LLP* (d.i. 1061) was filed on December 6, 2018;

PLEASE TAKE FURTHER NOTICE that on February 8, 2019, the Court entered its *Order (i) Approving the Asset Purchase Agreement among Sellers and Buyer, (ii) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (iii) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith, and (iv) Granting Related Relief* (d.i. 2507), in which the Court approved the Debtors’ sale (the “Sale”) of substantially all remaining assets to Transform Holdco LLC (the “Buyer”);

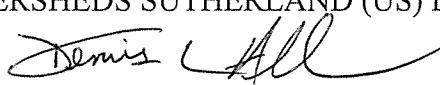
PLEASE TAKE FURTHER NOTICE that the business unit to which Eversheds Sutherland provided regulatory legal advice during the post-petition period was transferred to Buyer in the Sale, and following the Sale, Eversheds Sutherland is no longer performing any legal services for the Debtors; and

PLEASE TAKE FURTHER NOTICE that, in light of the foregoing, Eversheds Sutherland hereby provides notice of its withdrawal,¹ from and after the Sale, from its role as an Ordinary Course Professional in the case under the OCP Order.

Dated: April 15, 2019
Washington, DC

EVERSHEDS SUTHERLAND (US) LLP

By:



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¹ Eversheds Sutherland respectfully submits that it did not appear as attorney of record in the above-captioned bankruptcy cases, and therefore Rule 2090-1(e) of the Local Rules of Bankruptcy Procedure is not applicable to its withdrawal.